

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VG0B-99/0316-0712

ELECTIONS, UNIT: V-3832

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

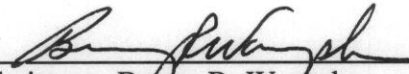
FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on April 5, 1999, and recorded at Instrument # 990001539 in the Office of the Clerk of Circuit Court, Wise County, Virginia on April 7, 1999 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Resources Energy Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated April 14, 1999, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated May 17, 1999, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit

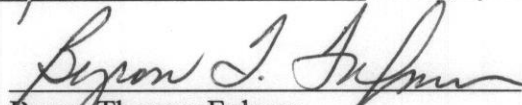
of Election”), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board’s Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;

- (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein “Statement of Interests”); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B.
 - (e) Current Board standards requiring the escrow of funds and the Board’s agreement with its Escrow Agent, First Virginia Bank- Mountain Empire, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2. above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Virginia Bank-Mountain Empire, Trust Department, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 14th day of June, 1999 by a majority of the Virginia Gas and Oil Board.



Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 21st day of June, 1999, by Order of this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

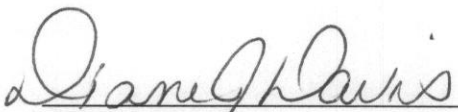
Acknowledged on this 14th day of June, 1999, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires 7/31/2002

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 21st day of June, 1999, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the Staff Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/2001

VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-3832, VGOB Docket No. VGOB-99/0316-0712 in the Robertson Magisterial District of Wise County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on April 5, 1999, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on April 7, 1999.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and

the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth: 000052 JUN 21 99

NONE

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

<u>Tract</u>	<u>Name</u>	<u>Cash Consideration</u>
4	Leslie C. Sturgill	23.49 Acres x \$5=\$117.45
Gas	Helen R. Sturgill, H/W	

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 17th day of May 1999.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, f/k/a Equitable Production Company, a corporation, on behalf of the corporation, this 17th day of May 1999.

My commission expires: July 31, 2001

Jamie E. Fuller
Notary

EXHIBIT "B"
VP-3832

VGOB-99-0316-0712

000053 JUN 21 8

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
1	Morgan E. Bolling and Betty M. Bolling, H/W P. O. Box 194 Pound, VA 24279	Leased-EPC 245429L01	19.200000%	21.3200	0.02400000	RI
	Equitable Production Company				0.16800000	WI
Tract 1 Totals			19.200000%	21.3200	0.19200000	
2	Penn Virginia Company c/o Penn Virginia Oil & Gas Corp. Attn: Jim Harsha 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EPC 223096L01 Tract # 1064	7.360000%	8.1700	0.00920000	RI
	Equitable Production Company				0.06440000	WI
Tract 2 Totals			7.360000%	8.1700	0.07360000	
3	Thomas W. Sturgill and Ruth Sturgill, H/W Steinewes 1 4133 Prattein Switzerland 4133	Leased-EPC 245373L01	4.513333%	5.0100	0.00564166	RI
	Donald Blaine Sturgill and Ann Sturgill, H/W 11477 Orange Rd. Pound, VA 24279	Leased-EPC 245373L02	4.513333%	5.0100	0.00564167	RI
	Vickie Lynn Sturgill Swindall and Ron Swindall, W/H 3029 Greenbrier Circle Big Stone Gap, VA 24219	Leased-EPC 245373L03	4.513334%	5.0100	0.00564167	RI
	Equitable Production Company				0.11847500	WI
Tract 3 Totals			13.540000%	15.0300	0.13540000	

EXHIBIT "B"
VP-3832

000054 JUN 21 8

VGOB-99-0316-0712

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
4	Leslie C. Sturgill and Helen R. Sturgill, H/W 5033 Flat Gap Rd. Pound, VA 24279	Deemed Leased	21.150000%	23.4900	0.02643750	RI
	Equitable Production Company				0.18506250	WI
Tract 4 Totals			21.150000%	23.4900	0.21150000	
5	Morgan E. Bolling and Betty M. Bolling, H/W P. O. Box 194 Pound, VA 24279	Leased-EPC 245429L01	34.380000%	38.1800	0.04297500	RI
	Equitable Production Company				0.30082500	WI
Tract 5 Totals			34.380000%	38.1800	0.34380000	
6	Herbert Phillips and Shirley Phillips, H/W 6837A Dewey Rd. Pound, VA 24279	Leased-EPC 245472L01	0.960000%	1.0700	0.00120000	RI
	Equitable Production Company				0.00840000	WI
Tract 6 Totals			0.960000%	1.0700	0.00960000	
7	James Caudill, Single 2600 Indian Dr. Alexandria, VA 22303	Leased-EPC 245488L01	1.705000%	1.8950	0.00213125	RI
	Steve Caudill and Pamela Caudill, H/W 16111 Kennedy St. Woodbridge, VA 22191	Leased-EPC 245488L01	1.705000%	1.8950	0.00213125	RI
	Equitable Production Company				0.02983750	WI
Tract 7 Totals			3.410000%	3.7900	0.03410000	
TOTAL			100.000000%	111.0500	1.00000000	

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WISE COUNTY CIRCUIT
DEED RECEIPT

DATE: 06/21/99 TIME: 12:36:48 ACCOUNT: 195CLR990002830 RECEIPT: 99000006551
CASHIER: RMD REG: WS06 TYPE: AG PAYMENT: FULL PAYMENT
INSTRUMENT : 990002830 BOOK: PAGE: RECORDED: 06/21/99 AT 12:32
GRANTOR: EQUITABLE RESOURCES ENERGY COMPANY EX: N LOC: CO
GRANTEE: RHODODENDRON RESTAURANT EX: N PCT: 100%

AND ADDRESS :
RECEIVED OF : RHODODENDRON RESTAURANT
CHECK : \$17.00

DESCRIPTION 1:
2:

CONSIDERATION:	.00	ASSUME/VAL:	.00	MAP:	
CODE DESCRIPTION		PAID	CODE DESCRIPTION		PAID
301 DEEDS		13.00	145 VSLF		1.00
106 TECHNOLOGY FUND FEE		3.00			

TENDERED : 17.00
AMOUNT PAID: 17.00
CHANGE AMT : .00

CLERK OF COURT: J. JACK KENNEDY, JR.